

**ORGANIZATION OF MISO STATES, INC.
REGULAR BOARD OF DIRECTORS MEETING
CONFERENCE CALL
JUNE 25, 2003**

APPROVED JULY 14, 2003

Commissioner Susan Wefald called the Regular Board of Directors meeting of the Organization of MISO States, Inc. (OMS) to order at approximately 1:05.

The following directors were present by conference call for the meeting:

Susan Wefald, North Dakota
Steve Gaw, Missouri
Gary Hanson, South Dakota

Kevin Wright, Illinois
Diane Munns, Iowa
Robert Garvin, Wisconsin

Proxies for the following directors were established:

Bob Nelson, Michigan as a proxy for Laura Chappelle.

Talina Mathews, Kentucky as a proxy for Martin Huelsmann.

Bob Pauley, Indiana as a proxy for David Hadley.

John Levin, Pennsylvania as a proxy for Terence Fitzpatrick.

The directors and their proxies listed above established the necessary quorum for the meeting of at least eight directors being present.

LeRoy Koppendrayner, Minnesota and Judy Jones, Ohio later joined the conference call in progress.

Other parties also participated in the conference call.

It was decided that the draft minutes of the OMS Organizational meeting of June 11, 2003 would be discussed at the Special OMS Board of Directors meeting on July 14, 2003.

Agenda Item 1, Update and Discussion of MISO Advisory Committee Motion

Commissioner Wright updated the Board of Directors on recent developments regarding a motion put forth by the Midwest Independent Transmission System Operator, Inc. (MISO) transmission owner (TO) representatives at the May 2003 MISO Advisory Committee meeting. In general terms, that motion sought a delay in the filing of the MISO market tariff with FERC. At the June 18, 2003 MISO Advisory Committee meeting, the TO representatives agreed to table the previous motion from the May 2003 meeting, but indicated an intention to put forth a revised motion at the July 2003 MISO

Advisory Committee meeting, which would state the TO concerns on a more specific basis. The revised motion was also intended to reflect a more collaborative approach with stakeholders.

TO representatives participating in the conference call stated their plan was to release a revised draft motion for discussion with interested parties by July 2. The TO representatives requested that the individual states participating within the OMS provide feedback to them on the contents of the revised draft motion by the end-of-day, July 8. The TOs then plan to issue an updated revised draft motion, incorporating state regulator and other stakeholder feedback as appropriate, as an agenda item for the next MISO Advisory Committee meeting on July 16.

Finally, a Special OMS Board of Directors meeting will be called for the afternoon of July 14, for the purpose of advising the members of the OMS Board of Directors that are also members of the MISO Advisory Committee as to how to vote on any new TO resolution offered at the July 16, 2003 MISO Advisory Committee meeting. Per the bylaws, notice of the Special OMS Board of Directors meeting on July 14 will be issued no later than July 10.

Agenda Item 2, Role of State Commissions on MISO Advisory Committee

It was moved and seconded that a document entitled, "MISO Advisory Process – Role of State Commission Representatives," issued in January 2003 before the formation of the OMS, be considered for approval. The motion for consideration was approved. In response to a suggestion, Commissioner Wright volunteered to update the document to incorporate references to the formation of the OMS, the existence of the OMS executive director position, and other matters as appropriate that have occurred since January 2003. Consequently, Commissioner Munns withdrew the earlier motion for approval. The updated version will then be considered for approval at the Special OMS Board of Directors meeting on July 14.

Agenda Item 3, OMS Workgroup Implementation

Commission Wefald thanked Commission Wright and the Illinois Commission Staff for coordinating and issuing the initial assignment list of OMS Board of Director members, Commission members and Commission Staff members to the six OMS workgroups. All of the assignments listed in the e-mail sent out by Randy Rismiller of the Illinois Commission Staff on June 25, 2003 were accepted. It was agreed that all additional workgroup assignments should be communicated to Commissioner Wright by July 1. In addition, any individual volunteering to be chairperson of a workgroup should also notify Commissioner Wright of that by July 1. Commissioner Wefald then requested that each workgroup hold an initial meeting between July 1 and July 15 to elect a chairperson, and to set initial goals. There was general agreement with Commissioner Gaw's suggestion that each state in a workgroup would have one vote for chairperson.

Agenda Item 4, Other Business

Commissioner Gaw stated that he would distribute for discussion at the Special Board of Directors meeting a proposal concerning consistent procedures for requesting proxies for board of director meetings.

It was moved and seconded that the meeting be adjourned. The motion was approved, and the meeting adjourned at approximately 2:10.